

In re City of Detroit, Michigan (Case No. 13-53846)
Privilege Log of Selected Documents¹

Priv. No.	Date	Description	Type of Privilege	Topic
1	00/00/0000	Outline authored by Miller Canfield	Attorney-Client Privileged and Subject to Work Product Doctrine	Summary of Legal Arguments Regarding the Validity of the Collateral Agreement, Including But Not Limited To, Assessment of the Revised Municipal Finance Act, PA 34 of 2001, Detroit Code of Ordinances, the Home Rule City Act, and Related Cases
2	03/13/2013	Draft Memorandum from Jones Day to File	Attorney-Client Privileged and Subject to Work Product Doctrine	Summary of 2005, 2006 and 2009 Swaps and Related Transactions and Analysis of Potential Events of Default or Termination Events, and Issues Regarding the City's Authority to Enter Into Transactions Under the Revised Municipal Finance Act, PA 34 of 2001, Detroit Code of Ordinances, the Home Rule City Act, and Related Cases
3	03/15/2013	Memorandum from Kates* and Rudd* to Jones Day Detroit Team	Attorney-Client Privileged and Subject to Work Product Doctrine	Authority to Enter Into Swap Contracts and Pledge Wagering Tax Revenues and Further Analysis Regarding the City's Authority to Enter Into Transactions Under the Revised Municipal Finance Act, PA 34 of 2001, and the Michigan Gaming Control and Revenue Act

¹ The documents described on this privilege log consist of (i) documents review by Kevyn Orr in connection with the settlement with the Swap Counterparties; and (ii) documents responsive to the document requests of the Retiree Committee allowed by the Court (*see* Docket No. ____).

* - Jones Day Attorney

** - Pepper Hamilton Attorney

*** - Miller Canfield Attorney



COD-SETT-00461

Priv. No.	Date	Description	Type of Privilege	Topic
				("Michigan Gaming Act")
4	04/15/2013	Memorandum from Jones Day to Client	Attorney-Client Privileged and Subject to Work Product Doctrine	Strategy for Addressing Detroit's Obligations Under the COPs, Swaps, and Collateral Agreements by Challenging the Legal Basis of the Collateral Agreement, the Swap Transactions and the COPs Transactions
5	06/12/2013	Memorandum from DiPompeo* to Shumaker,* Stewart,* and Irwin*	Attorney-Client Privileged and Subject to Work Product Doctrine	Further Analysis of the Strategy for Addressing Detroit's Obligations Under the COPs, Swaps, and Collateral Agreements by Challenging the Legal Basis of the Collateral Agreement, the Swap Transactions and the COPs Transactions, Including Analysis of Estoppel by Recital and the Effect of Declaring the COPs Invalid
6	06/12/2013	Comparison of 04/15/2013 Memorandum from Jones Day to Client to 06/12/2013 Memorandum from DiPompeo* to Shumaker,* Stewart,* and Irwin,* with changes noted	Attorney-Client Privileged and Subject to Work Product Doctrine	Redline of priv nos. 4 and 5
7	05/21/2013	Email from Heiman* to Ball*, cc'd to Cullen* and Kates,* bcc'd to Shumaker*	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion of Infirmities of Collateral Agreement, Bankruptcy, Automatic Stay, Litigation in State Court, and Safe Harbor Issues
8	05/00/2013	Draft letter authored by Jones Day requesting Attorney General Opinion	Attorney-Client Privileged and Subject to Work Product Doctrine	Request for Michigan State Law Opinion Regarding the Legality of the Pledge of the Casino Revenues under the Michigan Gaming Act
9	05/00/2013	Draft letter authored by Jones Day from Martin to MGM Grand Detroit, LLC	Attorney-Client Privileged and Subject to Work Product Doctrine	Draft Instructions Revoking Irrevocable Instructions Regarding Casino Revenues

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10	Undated	Draft Emergency Manager Resolution	Attorney-Client Privileged and Subject to Work Product Doctrine	Draft Emergency Manager Order Declaring the City's Pledge of Wagering Tax Property Under the 2009 Collateral Agreement Illegal and Void
11	05/00/2013	Draft Complaint authored by Jones Day	Attorney-Client Privileged and Subject to Work Product Doctrine	Complaint for Declaratory and Injunctive Relief Regarding Swap Transactions, Based On Noncompliance with Michigan Gaming Act
12	06/10/2013	Memorandum from Stewart*, to Heiman,* cc'd to Cullen,* Shumaker,* and Moss*	Attorney-Client Privileged and Subject to Work Product Doctrine	Memorandum Outlining Potential Legal Arguments to Invalidate the Collateral Agreement under the Michigan Gaming Act Through Litigation, Attorney General Opinion, Ordinance Modification, Payment Instruction Modification. Memo also addresses Arguments Regarding Invalidity of the COPs under the Revised Municipal Finance Act.
13	06/10/2013	Email from Ball,* to Heiman,* Shumaker,* and Stewart,* cc'd to Cullen,* Rosenblum,* and Lennox*	Attorney-Client Privileged and Subject to Work Product Doctrine	Strategy Regarding Swaps Settlement and Economic Effects Thereof, and Potential Litigation Options, Including Seeking an AG Opinion and Revoking Payment Instructions to Casinos
14	03/00/2013	Draft Memorandum from Stewart* to File	Attorney-Client Privileged and Subject to Work Product Doctrine	Analysis of Structure of 2006 Swaps and 2009 Collateral Agreement, Including Analysis of Strengths and Weaknesses of Various Issues, and Opinions of Counsel Lewis & Mundy and City Corporation Counsel, Regarding Compliance with the Michigan Gaming Act and Applicable Law, Regulation or Court Orders and the City Charter

Priv. No.	Date	Description	Type of Privilege	Topic
15	06/11/2013	Memorandum from Stewart* to File	Attorney-Client Privileged and Subject to Work Product Doctrine	Further Analysis of Structure of 2006 Swaps and 2009 Collateral Agreement, Including Analysis of Strengths and Weaknesses of Various Issues, and Opinions of Counsel Lewis & Mundy and City Corporation Counsel, Regarding Compliance with the Michigan Gaming Act and Applicable Law, Regulation or Court Orders and the City Charter
16	06/11/2013	Email from Moss,* to Cullen,* cc'd to Stewart,* Shumaker* and DiPompeo*	Attorney-Client Privileged and Subject to Work Product Doctrine	Legal Analysis Regarding Process and Timeline to Amend City Ordinance Regarding Casino Revenue Through an Emergency Manager Order and Related Litigation Issues
17	05/00/2013	Draft Emergency Manager Order authored by Jones Day	Attorney-Client Privileged and Subject to Work Product Doctrine	Template of Emergency Manager Order to Amend City Ordinance Regarding Casino Revenue
18	06/27/2013	Email from Shumaker* to Cullen* and Stewart*	Attorney-Client Privileged and Subject to Work Product Doctrine	Litigation Issues Regarding Timing of Any Lawsuit and Analysis of City's Ability to Maintain Access to Casino Revenues During Litigation
19	07/00/2013	Draft Complaint authored by Pepper Hamilton	Attorney-Client Privileged and Subject to Work Product Doctrine	Complaint for Declaratory and Injunctive Relief Regarding Swap Transactions Based On, Among Other Things, (1) Noncompliance with Michigan Gaming Act and Act 34; (2) Contract Based Claims Related to the Collateral Agreement, (3) Certain Equitable Relief, and (4) Certain PA 436 Powers

Priv. No.	Date	Description	Type of Privilege	Topic
20	00/00/0000	Draft Chart	Attorney-Client Privileged and Subject to Work Product Doctrine	Chart Outlining Arguments, Counterarguments and Basis for Litigation Related to Swap Transactions on Account of (1) Avoidance under Michigan Law, (2) Automatic Stay under Sections 362, 922, and 105 of the Bankruptcy Code, and Related Safe Harbor Protections Under Sections 362(b)(17) and 560 of the Bankruptcy Code, and Application of Special Revenue under Section 922(d) of the Bankruptcy Code, (3) Cash Collateral Uses, (4) Section 552 of the Bankruptcy Code and Limitations Related to Special Revenue, (5) Act 34, Michigan Gaming Act, Service Corporation Validity and the City's Debt Limits, (6) Validity of the Collateral Agreement Under Michigan Law, (7) Validity of the Casino Revenue Pledge Under Michigan Law
21	06/04/2013	Email from Ball* to Rupley,*** Bulger,*** Heiman,* and Telpner*	Attorney-Client Privileged and Subject to Work Product Doctrine	Summary of Settlement Discussions with Swap Counterparties, Including Discussion of Potential Litigation Claims Against the Swap Counterparties
22	12/23/2013	Draft Complaint authored by Pepper Hamilton	Attorney-Client Privileged and Subject to Work Product Doctrine	Complaint for Declaratory and Injunctive Relief Regarding Swap Transactions Based On, Among Other Things, (1) Noncompliance with Michigan Gaming Act and Act 34; (2) Contract Based Claims Related to the Collateral Agreement, (3) Certain

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				Equitable Relief, and (4) Certain PA 436 Powers, Including Factual Allegations Relating to Manipulation of LIBOR Rates
23	01/30/2014	Revised Complaint authored by Pepper Hamilton	Attorney-Client Privileged and Subject to Work Product Doctrine	17-Count Complaint for Declaratory and Injunctive Relief and Recovery of Damages Against Swap Counterparties
24	01/30/2014	Motion and Brief in Support authored by Pepper Hamilton	Attorney-Client Privileged and Subject to Work Product Doctrine	Emergency <i>Ex Parte</i> Motion and Brief in Support Seeking Temporary Restraining Order and Order to Show Cause Why a Preliminary Injunction Should Not Issue Against Swap Counterparties
25	01/30/2014	Revised Emergency Manager Order authored by Pepper Hamilton	Attorney-Client Privileged and Subject to Work Product Doctrine	Emergency Manager Order to Amend City Ordinance Regarding Casino Revenue
26	01/30/2014	Amended City Ordinance authored by Pepper Hamilton	Attorney-Client Privileged and Subject to Work Product Doctrine	Amended City Ordinance Regarding Casino Revenue
27	01/30/2014	Draft Letter authored by Pepper Hamilton	Attorney-Client Privileged and Subject to Work Product Doctrine	Letter to Casinos Regarding Irrevocable Instructions
28	02/01/2014	Email chain between Cullen* and Ball*	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion Regarding Settlement Counter-Proposal
29	02/01/2014	Email chain among Hertzberg,** Ball,* Cullen* and Orr	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion Regarding Settlement Counter-Proposal
30	02/01/2014	Email from Hertzberg** to Ball,* cc'd to Bennett* and Cullen*	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion Regarding Settlement Counter-Proposal

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31	02/01/2014	Email from Hertzberg** to Kovsky** and Fournier**	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion Regarding Settlement Counter-Proposal
32	02/01/2014	Email chain among Hertzberg,** Ball,* Bennett,* Cullen* and Erens*	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion Regarding Proposed Structure of Settlement
33	02/01/2014	Email chain among Hertzberg,** Ball,* Bennett,* Cullen* and Erens*	Attorney-Client Privileged and Subject to Work Product Doctrine	Email re Discussion of Proposed Settlement with Orr
34	02/02/2014	Email Chain among Judge Perris (mediator), Judge Rosen (mediator), Cullen,* Ball,* and Hertzberg**	Attorney-Client Privileged, Mediation Privilege and Subject to Work Product Doctrine	Discussion Regarding Proposed Terms of Settlement Agreement with Swap Counterparties
35	02/02/2014	Email from Hertzberg** to Kovsky,** Fournier** and Welwarth**	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion Regarding Terms of Tentative Settlement
36	02/02/2014	Email from Ball,* to Judge Rosen (mediator), Judge Perris (mediator), Hertzberg,** Cullen* and Heiman*	Attorney-Client Privileged, Mediation Privilege and Subject to Work Product Doctrine	Update Mediators Regarding Terms of Tentative Settlement
37	02/02/2014	Email chain among Hertzberg,** Ball,* Bennett,* Cullen,* Erens* and financial advisors from Miller Buckfire	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion Regarding Settlement Counter-Proposal
38	02/04/2014	Email from Ball* to Hertzberg,** cc'd to Shumaker*	Attorney-Client Privileged and Subject to Work Product Doctrine	Update Regarding Discussions with Swap Counterparties and Insurers
39	02/05/2014	Email chain among Hertzberg,** Kovsky,** Ball,* Shumaker,* Cullen* and Bennett*	Attorney-Client Privileged and Subject to Work Product Doctrine	Update Regarding Discussions with Swap Counterparties and Insurers
40	02/20/2014	Email chain among Hertzberg,** Ball,* Rosenblum* and Wilson*	Attorney-Client Privileged and Subject to Work Product Doctrine	Discussion of Proposed Language in Draft Plan Regarding Treatment of Swap Claims

Priv. No.	Date	Description	Type of Privilege	Topic
41	2/25/2014	Draft Projections Prepared by Ernst & Young in Connection with the City's Plan of Adjustment	Mediation Privilege	City of Detroit – Plan of Adjustment – 40-Year Projections
42	2/28/2014	Memorandum authored by Pepper Hamilton	Attorney-Client Privileged and Subject to Work Product Doctrine	Analysis of Potential Claims Against UBS and Merrill Lynch in Connection with the COPs Transactions
43	Various	Draft Plan and Disclosure Statement	Attorney-Client Privileged and Subject to Work Product Doctrine	Multiple Drafts of Plan of Adjustment and Disclosure Statement